

**Veterans Services Foundation
Board of Trustees
Meeting Minutes
November 15, 2007**

DRAFT

A meeting of the Veterans Services Foundation (VSF) Board of Trustees was held on November 15, 2007, at the American Legion Department of Virginia Building, 1708 Commonwealth Avenue, Richmond.

Members Present

Vincent Burgess
Supriya Christopher
Paul Galanti
Leroy Gross
Adam Harrell
Frederic Leigh
Raymond Smoot
Frank Wickersham
Kathleen Wilder

Members Absent

Margaret Eure

Others Present

Sam Wilder, Chairman, Joint Leadership Council of Veterans Service Organizations (JLC)
Flora Hezel, Office of the Attorney General
Anne Atkins, Director of Communications, DVS
Tasmyn Childress, Administrative Office Specialist, DVS
Steven Combs, Director of Policy & Planning, DVS
Jack Hilgers, Development Coordinator, DVS
Judy Reid, IT Program Assistant, DVS
Roger Sullivan, Virginia Veterans Coalition
Joan Washburn, Member, Legislative Committee of the MOAA Virginia Council of Chapters,
and Community Development Director of the Military Family Support Center, Roanoke

Materials Distributed

- Meeting Agenda
- Draft Minutes of the September 13, 2007 meeting

- Veterans Services Foundation Fund Balance, November 26, 2003 – October 31, 2007
- Virginia Veterans Care Center Support Fund FY 08 Budget
- Sitter & Barfoot Veterans Care Center Dedication Ceremony Cost Estimates and Contributions
- VSF Action Plan Subcommittee – Action Plan
- VSF Action Plan Subcommittee – Working Paper 3A: VSF Board Organization
- VSF Action Plan Subcommittee – Working Paper 4: VSF Board Mission Statement, Goals, and Objectives
- VSF Action Plan Subcommittee – Working Paper 5: Needs Assessment
- VSF Code Changes for consideration by the 2008 General Assembly
- JLC Fact Sheet
- JLC 2008 Legislative Objectives

Other Materials Viewed

- Richmond Times-Dispatch newspaper article: “On the Road to Recovery”

Opening and Pledge of Allegiance

Chairman Frank Wickersham welcomed everyone, and called the meeting of the Veterans Services Foundation (VSF) Board of Trustees to order at 11:17 a.m. JLC Chairman Sam Wilder led the Board in reciting the Pledge of Allegiance to the American Flag.

Roll Call of Members and Quorum Determination

The roll was called with nine of the ten members recorded as present. A quorum was determined to exist.

Review and Approval of Meeting Minutes

The minutes of the September 13, 2007 meeting were reviewed. A **motion** was made by Ray Smoot, and seconded by Paul Galanti, to approve the minutes as written. The decision was unanimous to approve the minutes as written.

Chairman Wickersham introduced Joan Washburn, stating that she is known throughout the state for her excellent efforts with veteran causes. Mrs. Washburn explained to the committee how she became involved in veteran causes, her extensive fundraising experience, and the causes she has supported. Mrs. Washburn stated that she would like to help the VSF with fundraising.

Chairman Wickersham introduced Jack Hilgers as the new Development Coordinator for the Department of Veterans Services.

Chairman Wickersham recognized Flora Hezel of the Office of the Attorney General and Roger Sullivan of the Virginia Veterans Coalition.

Veterans Service Fund Quarterly Report

Discussion lead by Steven Combs:

The board was asked to review the report of the Veterans Service Fund Balance, November 26, 2003 to October 31, 2007, the Virginia Veterans Care Center Support Fund FY08 Budget, and the Sitter & Barfoot Veterans Care Center Dedication Ceremony Expenses.

Mr. Combs thanked the Board of Trustee for allotting the funds for the Sitter & Barfoot Veterans Care Center Dedication Ceremony, which contributed to the success of the ceremony.

Board of Veterans Services Initiatives

Chairman Wickersham asked that Chairman Galanti present the Board of Veterans Services (BVS) initiatives.

Discussion lead by BVS Chairman Paul Galanti:

TurboVet

Mr. Galanti gave a brief update on the development of the TurboVet system. He noted that he spoken with members of the Congressional staff, the House Armed Services Committee, and individual Congressman and Senators, who all were extremely impressed with the TurboVet system. Mr. Galanti explained that TurboVet is a computer system for developing and filing disability claims for veterans, and will be used by state departments of veterans affairs, by service officers, and by veterans to develop and file claims. The eventual goal is to have TurboVet link Department of Defense and VA computer systems to assist in filing claims. Mr. Galanti says that the TurboVet system will be user friendly, and will reduce the time needed to train a new service officer from years to months. Mr. Galanti noted that other states have expressed interest in helping to develop the TurboVet system, that Phase One is practically completed, and that TurboVet is moving into Phase Two.

Joint Leadership Council of Veterans Services Organizations Initiatives

Chairman Wickersham asked that Chairman Sam Wilder present the JLC initiatives.

Discussion lead by JLC Chairman Sam Wilder:

Mr. Wilder stated that JLC members are meeting with legislators in their home districts to inform the Delegates and Senators on the JLC and its issues.

Mr. Wilder said that he was surprised to learn that many members of the General Assembly do not know about the JLC and its issues. He said that to improve this situation, he will send the JLC Chairman's Annual report to the members of the General Assembly. He said that the JLC represents 250,000 members, so it is vital that the General Assembly members understand who the JLC is and what it represents.

Mr. Wilder praised the JLC Fact Sheet developed by Anne Atkins, which explains the members, mission, vision, and issues of the JLC.

Mr. Wilder next turned to the JLC's seven legislative objectives for the 2008 session. The seven issues discussed are listed below. Detailed descriptions and discussions of these issues may be found on the JLC page on the DVS website.

1. Fully Fund the Department of Veterans Services Budget
2. Support the National Guard
3. Wounded Warrior Mental Health
4. Virginia War Memorial Education Wing
5. Tax Relief for 100% Disabled Veterans
6. Provide Tax Relief for Virginia Citizen-Soldiers called to Active Duty
7. Permit Virginia Residents Service Members to Place a "Freeze: on their Credit Files"

Department of Veterans Services Initiatives

Discussion lead by Commissioner Burgess:

Sitter & Barfoot Veterans Care Center Dedication Ceremony

Commissioner Burgess thanked the VSF for the funding and support given to the ceremony. He said that the Department is working to arrange for portraits of Colonels Sitter and Barfoot to be painted, and that a separate ceremony will be held when the portraits are complete.

The Commissioner thanked Mr. Sullivan and his colleagues for their early and strong advocacy and support for the facility.

Sitter & Barfoot Opening Date

Commissioner Burgess said that DVS has set a target date of December 3, 2007 to start accepting residents. He said that after six residents have been admitted, the Virginia Department of Health will perform the licensing procedures. After that, the U.S. Department of Veterans Affairs (USDVA) will perform a certification inspection. He said that until the facility gets certified, it cannot receive the USDVA per diem, which supports resident care.

He said that over one hundred individuals had shown an interest in residing at the facility.

Long-Term Care Study

The Commissioner noted that the Long-Term Care study was complete, and that DVS would send the members a link to the study. The study identifies the need for up to three additional

care centers, in Northern Virginia, the Danville area, and in Southwest Virginia, Southside Virginia, or the Eastern Shore.

Cemetery Study

Commissioner Burgess stated that the cemetery study would be completed by December 1, and that it would identify additional locations where state cemeteries should be considered. He also noted that land would be transferred from the Department of Defense to DVS at the Radford Army Ammunition Plant for the construction of the Southwest Virginia Veterans Cemetery. That cemetery is expected to open in 2010.

Governor's Budget

The Commissioner said that the Governor's budget will be released on December 17, 2007, and that DVS has submitted its budget request for inclusion in the Governor's budget proposal. He cautioned that with the lower revenue projections, he wasn't sure what would come out in the budget.

TurboVet

The Commissioner said he met with Secretary of Technology Aneesh Chopra, and feels that DVS will receive funding from the Governor's Enterprise Solution Fund. He stated that this will put DVS in the position to complete Phase Two of the TurboVet project, and that a TurboVet demonstration will be held at the December 19 JLC meeting.

Report of the Action Plan Sub-Committee

Discussion lead by Raymond Smoot, Leroy Gross, Supriya Christopher, and Jack Hilgers:

Dr. Smoot reported that the Action Plan Sub-Committee (APSC), which consists of Dr. Gross, Mrs. Christopher, Mr. Hilgers, and himself, provided input to Mr. Hilgers to develop and update the Action Plan and supporting documents. Dr. Smoot asked Mr. Hilgers to lead the discussion on the revised Action Plan and supporting working papers.

Review VSF Mission, Goals, and Objectives

Discussion lead by Jack Hilgers:

Mr. Hilgers thanked the members of the APSC for their guidance and input, expressing his gratitude to Dr. Smoot for his input on the mission statement. Mr. Hilgers noted that the mission statement has been revised and cut down in scope, so that it reflects the authority set forward in the Code. He noted that the ongoing strategic planning process will continue to refine the mission statement, as well as the VSF goal and objectives.

The discussion turned to Working Paper #4 and the focus on developing a mission statement, goals, and objectives for the Veterans Service Foundation. Mr. Hilgers directed the members' attention to the two versions of a VSF mission statement on Page 3 of Working Paper 4 – a short version and a longer version.

Chairman Wickersham asked for a motion to accept the shorter mission statement proposed on Page 3 of Working Paper 4. Dr. Gross made a **motion** to accept the shorter version of the mission statement, and was seconded by Mrs. Christopher. The floor was opened for discussion.

Dr. Gross stated that he believed the words “within its capacity” and “responsibly” should be deleted from the first line. He made a **motion** to amend the short mission statement by deleting these words. Dr. Gross’ motion was seconded by Frederic Leigh. The members agreed unanimously to accept these changes.

Dr. Smoot said that he thought the word “sources” should be changed to “resource” in the second line. Dr. Smoot made a **motion** to change “sources” to “resources” and was seconded by Kathleen Wilder. It was agreed unanimously to accept this change.

Discussion then returned to the original motion to accept the shorter version of the mission statement. Dr. Gross made a motion to approve the amended short version of the mission statement, and was seconded by Mr. Leigh. The decision was unanimous to approve the amended short mission statement, which would now read:

“The Virginia Veterans Services Foundation will administer and develop resources to provide supplemental, sustainable revenue for the Veterans Services Fund for veterans’ services and programs, and work with the Department of Veterans Services and supporting organizations to assure veterans’ services programs are enhanced.”

The VSF recessed for audio change at 12:07p.m.

Chairman Wickersham called the meeting back to order at 12:20 p.m.

Review VSF Needs Assessment

Discussion lead by Jack Hilgers:

Mr. Hilgers directed the members to Working Paper # 5, which he said is an update of Action Plan item #9. He stated that the Needs Assessment points out the necessity of input from the JLC and the Board of Veteran Services (BVS) for incorporation in the VSF Strategic Plan. Mr. Hilgers stated that Working Paper #5 and the Needs Assessment is incomplete because new initiatives have been raised, and these need to be incorporated. He said that Working Paper #5 should be considered as an informational report and not for action at this point.

Commissioner Burgess asked how Mr. Hilgers plans to present the information gathered from the Needs Assessment. Mr. Hilgers said he would be hesitant to prioritize the needs as the JLC does its objectives, as several needs may have to be met at the same time, with equal priority. He reiterated that the JLC and BVS have the assets needed to bring forth issues for VSF examination. The VSF would then decide if it has the capacity and capability to take on the initiative.

Commissioner Burgess asked for a clarification of the process, asking how an issue such as the need for \$500,000 for the Wounded Warrior Mental Health initiative would be advanced. Mr. Hilgers said that the initiative should be first brought to the Department of Veterans Services to determine if the need can be met with Department resources. If the Department cannot meet the need, the initiative would be advanced through the BVS to the VSF. The VSF would refer the initiative to committee, which would research the issue and make a recommendation to the full VSF. If the full VSF votes to adopt the initiative, a decision would be made on how to obtain funds to meet the financial requirements of the initiative.

Mr. Leigh asked how the funds raised to support the Wounded Warrior Mental Health program would be dispersed to individuals in need. The Commissioner explained that the funds would come through DVS and that DVS would grant funds to other agencies, which would deliver the services. The funds would be under VSF control but the DVS would make sure that the grants are awarded for the intended purpose. He said there would be accountability on how the funds are distributed.

Mr. Wilder explained that the four-person team assigned to the Wounded Warrior Mental Health program would work under the Commissioner. The Department would have the authority to spend the money, but would be accountable to the VSF.

Mr. Hilgers added that Dr. Smoot raised a series of questions, included in his comments, regarding VSF board structure and fund raising strategy for initiative advancement. Mr. Hilgers said he has used these comments as a road map in the formulation of VSF board development and that process is ongoing. The section on strategy appropriately would be addressed by board members responsible for fund raising; that is, the Development Committee to be discussed later.

Dr. Gross asked who would prioritize funding requirements. Chairman Wickersham stepped in to say that the discussions held at today's VSF meeting would lead the VSF towards the organization (i.e. the committee structure) needed to deal with just this type of issue. He said that the committees would be the key to the adjudication and development processes.

Review duties of VSF Chair, Vice-Chair, and Additional Officer

Discussion lead by Jack Hilgers:

Discussion focused on Working Paper # 3A. Mr. Hilgers said that it is imperative that the VSF have the ability to hold meetings and conduct business in the absence of the Chairman or Vice-Chairman. Having a Second Vice-Chairman would allow Foundation business to continue.

Mr. Hilgers said he would not elaborate in Working Paper # 3A on the duties of the Chairman and the Vice-Chairman, as examples of the duties of the Vice-Chairman had been presented by Mr. Combs at a previous meeting. Also, Mr. Hilgers said that it was properly the purview of the Chairman to set the duties of the Vice Chairman.

Chairman Wickersham elaborated on the roles of the Chairman and Vice-Chairman as set forth in the VSF By-Laws:

Duties of the Chairman: “The Chairman shall preside over all meetings of the Board unless absent, shall have general supervision of the affairs of the Board, and shall perform all other such executive duties as are reasonably necessary or are properly required by the Board. The Chairman may appoint committees from within the Board membership as deemed necessary or appropriate to carry out the purposes of the Foundation.”

Duties of the Vice Chairman: “Upon the death, resignation, absence, or disability of the Chairman, or upon the Chairman’s refusal to act, the Vice Chairman shall perform the duties of the Chairman. In the absence or disability of the Chairman, the Vice Chairman shall perform the duties of the Chairman only so long as the Chairman is absent or disabled. In all other instances, the Vice Chairman shall serve for the remainder of the Chairman’s term or until a substitute is elected by the Board of Trustees. In the event that an issue arises concerning whether or not the Vice Chairman should assume or retain the duties of the Chairman, the issue shall be decided by a majority vote of the Board, excluding the Vice Chairman.”

Chairman Wickersham noted that a Second Vice-Chairman would give the Foundation more depth to conduct VSF business. The Chairman asked for a motion to establish the position of the Second Vice-Chairman. Mr. Leigh asked if this change would require a change in the VSF By-Laws. Mr. Hilgers explained that creating the position of Second Vice-Chairman could be accomplished by resolution of the Board of Trustees, and that a request could be made that the By-Laws be amended accordingly. The amended By-Laws would be presented to the VSF for approval.

A **motion** was made by Mr. Leigh that the VSF adopt a resolution to establish the position of Second Vice-Chairman, and that the By-Laws be amended accordingly. The motion was seconded by Dr. Gross. The issue was opened for discussion.

Dr. Gross stated that he does see the need for the position of Second Vice-Chairman. He said that the Department is providing sufficient support to the Foundation. He explained that he was optimistic that the Chairman and Vice-Chairman would be able to perform their duties, and, on such a small board, creating a Second Vice-Chairman would mean that almost half of the citizen members would be officers. He suggested that in the absence of the Chairman and Vice-Chairman, the Chairman could contact another VSF member and ask that they chair the meeting. Mr. Hilgers explained that while the probability is low that both the Chairman and the Vice-Chairman will be unavailable, it can occur and that most small boards have three officers.

The question was moved on the **motion** of the resolution to establish the position of Second Vice-Chairman and to amend the By-Laws appropriately. The resolution was adopted unanimously.

Review duties of VSF standing committees

Discussion lead by Jack Hilgers:

Mr. Hilgers stated that while the VSF does not have standing committees at present, it is the objective of the APSC to establish such committees.

He pointed out that an Executive Committee would allow a meeting to be held if a quorum of the full VSF does not exist. He added that an Executive Committee would also serve as a planning body, but that issues decided by the Executive Committee would have to be ratified by the VSF board.

Mr. Hilgers added that in addition to the Executive Committee, there would be a Development Committee and a Finance Committee. These committees would, respectively, balance the Foundations' two major requirements – fundraising and administration of the Veterans Services Fund. As discussed earlier, issues advanced to the full VSF would be assigned to the appropriate committee for research and recommendation. The Development and Finance Committees would each have two members, while the Executive Committee would have three members. With these assignments, seven of the eight citizen members of the Board of Trustees would have a permanent committee assignment. The eighth citizen member would serve where needed most. In addition, DVS staff and other non-VSF members could serve on the committees to provide expertise and support. Mr. Hilgers said that, for example, Mrs. Washburn could serve on the Fundraising Committee.

Chairman Wickersham summarized Mr. Hilgers' presentation on committee structure, stating that the proposal was for three committees: Executive, Finance, and Development. He added that the committee structure would allow for effective VSF operation and would allow members to specialize in certain areas of VSF business.

Mr. Leigh stated that he liked the idea of standing committees, but wanted to know how the requirements of the Freedom of Information Act (FOIA) would impact the current discussion. Mr. Hilgers said that two members of the Foundation could meet without the need to follow all of the open meeting requirements of FOIA – i.e. pre-meeting notice, and that the meeting be open to the public. Mr. Hilgers noted that any meeting at which three or more members will be present must be advertised and open to the public, and that DVS would follow these requirements.

Ms. Hezel commented that having just two people on a committee could give the appearance that the VSF is attempting to avoid FOIA requirements. She added that with only two members on a committee, it might be difficult to vote on issues because the even number of committee members would not allow for the tie-breaking vote of an additional committee member.

Mr. Hilgers pointed out that no attempt was made to circumvent the FOIA requirements, but it should be appreciated that the board has a limited number of members. Additionally, the proposed committee structure and procedures in the draft ByLaws amendment recognized that anomaly and called for minority reports.

The Chairman added that the proposed committee structure would allow the VSF members to be effective, as members could become specialists in certain areas of VSF business.

The Commissioner asked for clarification on the membership of the Executive Committee, noting that it was his understanding that the membership would include the Chairman, Vice-Chairman, Second Vice-Chairman, and the Chairmen of the Finance and Development Committees. Mr. Hilgers confirmed that this is the case, that the ex officio members are included, that a quorum of the Executive Committee would be three members, and that FOIA requirements would apply.

Mr. Leigh brought initial discussion on this subject to a close by stating that the VSF should adopt the proposed structure. Chairman Wickersham asked for a motion. A **motion** was made by Mr. Harrell and seconded by Ms. Wilder that three standing committees be established – Executive, Finance, and Development. The floor was opened for discussion on the motion.

Ms. Wilder asked for clarification on the role of the Finance Committee, given that the Department currently manages the funds for the Veterans Services Fund on behalf of the Foundation and makes disbursements as directed by the Foundation. The Chairman explained that the Finance Committee would perform the fiduciary responsibility of the VSF, while the Development Committee would be responsible for fundraising. The Commissioner explained that DVS will continue to provide vital support to both committees, citing the example of the financial reports. While DVS will still perform all the day to day tasks to account for the funds, the Finance Committee will be more closely linked to the Department and would be able to provide additional oversight. For example, instead of Mr. Ransone or Mr. Combs delivering financial reports to the full VSF, those reports would be delivered by the Finance Committee.

Mr. Hilgers pointed out that the Department of Veterans Services is subject to audits by the Auditor of Public Accounts (APA), and that a recent APA audit had found fault with some DVS accounting practices. He said that an important role of the Finance Committee would be to monitor the status of past audits and corrective actions taken, and to help the Department prepare for future audits.

Mrs. Christopher asked how non-VSF members would be selected and how they would become part of a committee. She followed up with the question on how it would be decided which VSF members are assigned to the committees. Chairman Wickersham replied that non-VSF members could ask to serve on a VSF committee, or that VSF members could ask that certain non-VSF members be allowed to join. He added that any non-VSF member would have to go through a vetting process with DVS. Mrs. Christopher asked for clarification on the volunteer status of the non-VSF members, and the Chairman said that the non-VSF members would indeed be volunteers and not paid by the VSF. Mr. Hilgers cited Mrs. Washburn as a non-VSF member who wishes to volunteer her time to serve on a VSF committee. He added that Working Paper #3A outlines the process of adding non-VSF members to VSF committees and their status on VSF committees.

The Chairman asked if there was any further discussion the **motion** to establish the three standing committees (Executive, Finance, and Development). Mr. Leigh asked for an answer to

the second part of Mrs. Christopher's question – i.e. who would make the decision on who would serve on which committees. Chairman Wickersham said that the decision would be his, but that he would talk to each of the members individually before the next meeting to solicit their wishes regarding committee assignment.

The question was called on the motion, and it was the unanimous decision of the VSF to establish three standing committees: Executive, Finance, and Development.

Review draft legislation for consideration by 2008 General Assembly

Discussion lead by Jack Hilgers:

Mr. Hilgers brought the members attention to the handout with the draft legislation for consideration by the 2008 General Assembly. He said that a significant change was to propose that the Chairman of the VSF be an *ex officio* member of the JLC, and that the JLC Chairman be an *ex officio* member of the VSF. This will allow better coordination between the two boards.

Mr. Wilder asked why the Foundation has never expanded. Commissioner Burgess replied that he thought the Foundation was fine the way it currently was. Chairman Wickersham added that the Foundation has been revitalized, and that he believes the current structure is sufficient. Mr. Hilgers said that in order to have legislation enacted, there has to be a definite need for the change. He said that if the Foundation finds, under the new structure, that there is a definite need for additional members, then there will be sufficient justification. But, he said, just to say that more members are needed will not sit well with the General Assembly.

Mr. Leigh stated that this issue was discussed by the Governor's Advisory Committee on Veterans Affairs, and that, at the time, many groups did not want the Chairs of the VSF and JLC to serve on other boards. He added that he was heartened that the parochialism that characterized that time has been replaced by the shared realization that there is effective synergy by such a change.

Commissioner Burgess made a **motion**, seconded by Dr. Gross, to support the proposed changes. The motion carried unanimously.

New Business

Chairman Wickersham asked that the members come prepared to elect a Second Vice-Chairman at the next meeting, and that he would discuss with the members potential committee assignments prior to the next meeting.

Preparation for the next meeting

It was agreed that the next meeting of the Veterans Services Foundation will be held on Thursday March 27, 2008 at the American Legion Department of Virginia Building. Meetings would follow in June, September, and November.

Public Comment Period

There was no public comment.

Adjourn

Chairman Wickersham thanked the members of the Action Plan Sub-Committee for their diligent work. There being no further business, a unanimous decision was made to adjourn. The meeting adjourned at 1:20 p.m.